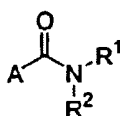


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended): A composition ~~for modulation of LXR function in a~~ cell, said composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A is adamantyl ~~a member selected from the group consisting of (C₃-C₁₈)alkyl and (C₃-C₁₈)heteroalkyl;~~

R¹ is a member selected from the group consisting of heteroaryl ~~1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, and 1-(3-furanyl)-3-butenyl~~ heteroaryl(C₁-C₈)alkyl; and

R² is ~~a member selected from the group consisting of aryl, heteroaryl when R¹ is heteroaryl and is, aryl(C₄-C₈)alkyl, heteroaryl(C₁-C₈)alkyl when R¹ is heteroaryl(C₁-C₈)alkyl aryl(C₂-C₈)heteroalkyl and heteroaryl(C₂-C₈)heteroalkyl; and said compound binds to the ligand binding domain of LXRe with an affinity of at least 1 micromolar.~~

2. (Currently Amended) A composition in accordance with claim 1, wherein R¹ A is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl ~~(C₅-C₁₈)cycloalkyl and (C₅-C₁₈)heterocycloalkyl.~~

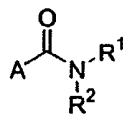
3. (Canceled)

4. (Canceled)

5. (Currently Amended): A composition in accordance with claim 2[[3]], wherein R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(3-furanyl)-3-butenyl and 1-(pyridin-2-yl)ethyl.

6. (Currently Amended): A composition in accordance with claim 1[[3]], wherein R² is ~~selected from the group consisting of aryl and heteroaryl.~~

7. (Currently Amended): A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



or a pharmaceutically acceptable salt thereof, in accordance with claim 1, wherein A is adamantyl, R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furanyl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, [[and]] 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl; and R² is selected from the group consisting of heteroaryl(C₁-C₈)alkyl and heteroaryl.

8. (Currently Amended): A composition in accordance with claim 7[[1]], wherein ~~A is adamantyl,~~ R¹ is 1-(2-furanyl)-3-butenyl or and 1-(3-furanyl)-3-butenyl and R² is ~~selected from phenyl and pyridyl.~~

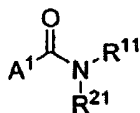
9. (Canceled)

10. (Currently Amended): A composition in accordance with claim 7[[1]], wherein ~~A is adamantyl,~~ R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(3-furanyl)-3-butenyl and 1-(pyridin-2-yl)ethyl and R² is ~~selected from the group consisting of aryl and heteroaryl.~~

11. (Canceled)

12. (Currently Amended): A composition in accordance with claim 1, wherein ~~A is 1-adamantyl~~ and R² is selected from the group consisting of pyridyl, ~~phenyl,~~ pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

13. (Currently Amended): A compound having the formula:



or a pharmaceutically acceptable salt thereof, wherein

A¹ is adamantyl ~~a member selected from the group consisting of (C₅-C₁₂)monocycloalkyl, (C₅-C₁₂)heteromonocycloalkyl, (C₈-C₁₈)bicycloalkyl, (C₈-C₁₈)tricycloalkyl, (C₈-C₁₈)heterobicycloalkyl and (C₈-C₁₈)heterotriicycloalkyl;~~

R¹¹ is a member selected from the group consisting of heteroaryl 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)-3-butenyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, and 1-(3-furanyl)-3-butenyl heteroaryl(C₁-C₈)alkyl; and

R²¹ is ~~a member selected from the group consisting of aryl, heteroaryl when R¹ is heteroaryl and is, aryl(C₁-C₈)alkyl, heteroaryl(C₁-C₈)alkyl when R¹ is heteroaryl(C₁-C₈)alkyl aryl(C₂-C₈)heteroalkyl and heteroaryl(C₂-C₈)heteroalkyl.~~

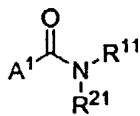
14. (Currently Amended): A compound in accordance with claim 13, wherein R¹¹[[A¹]] is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furan-2-yl)-3-butenyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl (C₈-C₁₈)bicycloalkyl, (C₈-C₁₈)tricycloalkyl, (C₈-C₁₈)heterobicycloalkyl and (C₈-C₁₈)heterotriicycloalkyl.

15. (Canceled)

16. (Previously presented): A compound of claim 13, wherein R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl.

17. (Currently Amended): A compound in accordance with claim 13, wherein R²¹ is ~~selected from the group consisting of aryl and heteroaryl.~~

18. (Currently Amended): A compound having the formula:



or a pharmaceutically acceptable salt thereof, ~~in accordance with claim 13,~~
wherein A¹ is adamantyl, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and ~~1-(3-furanyl)-3-butenyl, 1-(furan-2-yl)-2-propyl, 1-(2-pyridyl)-2-propyl, 1-(furanyl)isobutyl, 1-(3-pyridyl)isobutyl, 1-(pyridin-4-yl)ethyl, 1-(pyridin-4-yl)isobutyl, 1-(2-furanyl)-3-butenyl, and 1-(3-furanyl)-3-butenyl~~ and R²¹ is selected from the group consisting of heteroaryl(C₁-C₈)alkyl and heteroaryl.

19. (Currently Amended): A compound in accordance with claim 18[[13]], wherein A⁺ ~~is adamantyl~~, R¹¹ is selected from the group consisting of 1-(2-furanyl)-3-butenyl and 1-(3-furanyl)-3-butenyl and R²¹ ~~is selected from the group consisting of phenyl and pyridyl.~~

20. (Canceled)

21. (Currently Amended): A compound in accordance with claim 18[[13]], wherein A⁺ ~~is adamantyl~~, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl and R²¹ ~~is selected from the group consisting of aryl and heteroaryl.~~

22. (Canceled)

23. (Currently Amended): A compound in accordance with claim 18[[13]], wherein A⁺ ~~is 1-adamantyl~~, R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl and R²¹ is selected from the group consisting of pyridyl, phenyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

24-27. (Canceled)

28. (New): A composition in accordance with claim 7, wherein R¹ is selected from the group consisting of 1-(furan-2-yl)ethyl, 1-(3-furanyl)-3-butenyl and 1-(pyridin-2-yl)ethyl.

29. (New): A composition in accordance with claim 7, wherein R² is heteroaryl.

30. (New): A composition in accordance with claim 1, wherein R² is pyridyl.

31. (New): A composition in accordance with claim 7, wherein R² is selected from the group consisting of pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.

32. (New): A compound in accordance with claim 18, wherein R¹¹ is selected from the group consisting of 1-(furan-2-yl)ethyl and 1-(pyridin-2-yl)ethyl and 1-(3-furanyl)-3-butenyl
33. (New): A compound in accordance with claim 18, wherein R¹² is heteroaryl.
34. (New): A compound in accordance with claim 13, wherein R¹² is selected from the group consisting of pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, thienyl, thiazolyl and furanyl.
35. (New): A compound in accordance with claim 13, wherein R¹² is pyridyl.